Form (2)

Sr. No. 7845

Dated 12.7.2013

THE REPUBLIC OF THE UNION OF MYANMAR

The Myanmar Investment Commission

PERMIT

Permit No. 597/2013

Date 12 July 2013

The Myanmar Investment Commission issues this Permit under Section 13(b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/Promoter MR. WANG JUNG-HUA

(b) Citizenship TAIWANESE

(c) Address YU FONG ZONE, ZHANG MUTOU TOWN, DONGGUAN CITY, GUANG DONG PROVINCE, PEOPLE'S REPUBLIC OF CHINA

(d) Name and Address of principal organization SINOBEST(BROTHERS) LTD., UNIT A, 11/F, CLEVELAND MANSION, 5-7 CLEVELAND STREET, CAUSEWAY BAY, HONG KONG

(e) Place of incorporation HONG KONG

(f) Type of business in which investment is to be MANUFACTURING OF ALL KINDS OF ALU-ZINC DIE CASTING PRODUCTS AND PLASTIC INJECTION PRODUCTS, ALL KINDS OF BADGES, FANCY JEWELRY, PRINTING, ELECTRIC PLATING, KEY CHAINS, MEDALS, BUCKLES AND TABLE FANCY PRODUCTS UNDER CMP BASIS

(g) Place(s) at which investment is permitted PLOT NO. (C-8), MINGALADON INDUSTRIAL PARK, MINGALADON TOWNSHIP, YANGON REGION

(h) Amount of foreign capital US $ 7.979MILLION

(i) Period for bringing in foreign capital WITHIN 2 YEARS FROM THE DATE OF ISSUANCE OF MIC PERMIT

(j) Total amount of capital (Kyat) EQUIVALENT IN KYAT OF US $ 7.979MILLION

(k) Construction period 1YEAR

(l) Permitted duration of investment 35YEARS

(m) Form of investment WHOLLY FOREIGN OWNED INVESTMENT

(n) Name of the economic organization to be formed in Myanmar SINOBEST JEWELRY COMPANY LIMITED

Winshein

Chairman

The Myanmar Investment Commission

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်
ခွင့်ပြုမိန့်

ခွင့်ပြုမိန့်အမှတ် ၅၉၇ / ၂၀၁၃

၂၀၁၃ ခုနှစ်၊ ဇူလိုင် လ ၁၂ ရက်

ပြည်ထောင်စုသမ္မတ မြန်မာနိုင်ငံတော်နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု ဥပဒေ ပုဒ်မ (၁၃)ပုဒ်မခွဲ(ခ) အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည် -

(က) ရင်းနှီးမြှုပ်နှံသူ/ကမကထပြုသူအမည် MR. WANG JUNG-HUA

(ခ) နိုင်ငံသား TAIWANESE

(ဂ) နေရပ်လိပ်စာ YU FONG ZONE, ZHANG MUTOU TOWN, DONGGUAN CITY, GUANG DONG PROVINCE, PEOPLE'S REPUBLIC OF CHINA

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ SINOBEST (BROTHERS) LTD., UNIT A, 11/F, CLEVELAND MANSION, 5-7 CLEVELAND STREET, CAUSEWAY BAY, HONG KONG

(င) ဖွဲ့စည်းရာအရပ် HONG KONG

(စ) ရင်းနှီးမြှုပ်နှံသည့် လုပ်ငန်းအမျိုးအစား CMP စနစ်ဖြင့် ရင်ထိုးတံဆိပ်၊ အလှဆင်ပစ္စည်း၊သော့ချိတ်၊ဆုတံဆိပ်၊စားပွဲတင်ပစ္စည်းစသည့်ပစ္စည်းများထုတ်လုပ်ခြင်းလုပ်ငန်း

(ဆ) ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ) မြေကွက်အမှတ်(စီ-၈)၊ မင်္ဂလာဒုံစက်မှုဇုန်၊ မင်္ဂလာဒုံမြို့နယ်၊ ရန်ကုန်တိုင်းဒေသကြီး

(ဇ) နိုင်ငံခြားမတည်ငွေရင်း ပမာဏ အမေရိကန်ဒေါ်လာ ၇.၉၇၉သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ကော်မရှင်ခွင့်ပြုမိန့်ရရှိပြီး(၂)နှစ်အတွင်း

(ည) စုစုပေါင်း မတည်ငွေရင်းပမာဏ(ကျပ်) အမေရိကန်ဒေါ်လာ ၇.၉၇၉သန်းနှင့် ညီမျှသော မြန်မာကျပ်ငွေ

(ဋ) တည်ဆောက်မှုကာလ (၁)နှစ်

(ဌ) ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့် သက်တမ်း (၃၅)နှစ်

(ဍ) ရင်းနှီးမြှုပ်နှံမှုပုံစံ ရာခိုင်နှုန်းပြည့် နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု

(ဎ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် စီးပွားရေး အဖွဲ့အစည်းအမည် SINOBEST JEWELRY COMPANY LIMITED

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

THE REPUBLIC OF THE UNION OF MYANMAR
MYANMAR INVESTMENT COMMISSION
Building No.(32), Nay Pyi Taw

Our ref : Ya Ka-1/Na-~~787~~ 791/2013(7845)
Date : 12 July 2013

Tel: 067- 406334, 406075
Fax: 95-67-406333

Subject: **Decision of the Myanmar Investment Commission on the Proposal for "Manufacturing of all kinds of Alu-Zinc die casting products and plastic injection products, all kinds of badges, fancy jewelry, printing, electric plating, key chains, medals, buckles and table fancy products under CMP Basis" under the name of "Sinobest Jewelry Company Limited"**

Reference: Ministry of Construction Letter No. 26/Branch-3/2013(C 1374) dated(11-2-2013)

1. The Myanmar Investment Commission, at its meeting (17/2013) held on (29-6-2013) had approved the proposal for investment in "Manufacturing of all kinds of Alu-Zinc die casting products and plastic injection products, all kinds of badges, fancy jewelry, printing, electric plating, key chains, medals, buckles and table fancy products under CMP Basis" under the name of "Sinobest Jewelry Company Limited" submitted by Sinobest Brothers Ltd. from Hong Kong as a wholly foreign owned investment.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13(b) of the Republic of the Union of Myanmar Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to the said Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. The permitted duration of the project shall be 35(thirty five) years commencing from the issuing date of Physical Delivery Receipt and ending on the date 7th February, 2048 pursuant to Sub-Lease Agreement Chapter 1.1. Sinobest Jewelry Company Limited agrees to stop operation immediately and remove all Sinobest Jewelry Company Limited's properties within 30(thirty) days from the date of termination and return the land to the Mingaladon Industrial Park Co., Ltd. in good condition mentioned as in Sub-Lease Agreement Chapter 9, for the project area No.C-8 of 30,192.74square metre(7.4608acres). At the end of the leased period, Sinobest Jewelry Company Limited shall transfer the leased land and factory buildings (immovable properties) to the lessor within 3 months in good condition, ground damages having been refilled or repaired.

4. Sinobest Jewelry Company Limited shall provide the land use premium to the amount of US$ 1,358,673.30 (United States Dollar one million three hundred and fifty-eight thousand, six hundred and seventy-three and thirty cent only) in favour of Mingaladon Industrial Park Co., Ltd. in three installments as follows:-

(a) the first instalment of 10% (Ten) percent of the Land Use Premium amounting to US $ 135,867.33(United States Dollar one hundred and thirty-five thousand, eight hundred and sixty-seven and thirty-three cent only) shall be paid on the date of signing of Sub-Lease Agreement.

(b) the second instalment of 50%(Fifty)percent of the Land Use Premium amounting to US $ 679,336.65(United States Dollar six hundred and seventy-nine thousand, three hundred and thirty-six and sixty-five cent only) shall be paid to the Mingaladon Industrial Park Co., Ltd. within 30(thirty) days after signing of Sub-Lease Agreement. If Sinobest Jewelry Company Limited fail to pay in stipulated period Mingaladon Industrial Park Co., Ltd. shall have the right to terminate the Sub-Lease Agreement at its own discretion and the first instalment shall be forfeited.

(c) the final instalment of 40% (Forty) percent of the Land Use Premium amounting to US $ 543,469.32 (United States Dollar five hundred and forty-three thousand, four hundred and sixty-nine and thirty-two cent only) shall be paid to the Mingaladon Industrial Park Co., Ltd. by the Sinobest Jewelry Company Limited either within 4(Four) months after signing of the Sub-Lease Agreement or upon the Mingaladon Industrial Park Co., Ltd. issuing of the receipt whichever comes earlier, failing which the Mingaladon Industrial Park Co., Ltd. shall have the right to terminate the Sub-Lease Agreement at its own discretion and the first instalment and the second instalment shall be forfeited.

5. Sinobest Jewelry Company Limited shall pay the annual land rent on yearly basis at the rate of US $ 0.30 (United States Dollar thirty cent only) per square meter per annum for the project area to the amount of US $9,057.82 (United States Dollar nine thousand fifty-seven and eighty-two cent only) as well as Management fees and Utility Charges to be paid in accordance with the estate conditions of the Mingaladon Industrial Park. The rent shall be reviewed and revised every 5(Five) years period and the rate of increase shall not be more than 15% of the previous rate.

6. Sinobest Jewelry Company Limited shall provide a security deposit to the amount of US $ 9,057.82(United States Dollar nine thousand fifty-seven and eighty-two cent only) to the Mingaladon Industrial Park Co., Ltd. on the date of signing of the Sub-Lease Agreement.

7. In issuing this "Permit," the Commission has granted, the followings, exemptions and reliefs as per section 27(a) (h) (i) and (k) of the Republic of the Union of Myanmar Foreign Investment Law. Other exemptions and reliefs under section 27 shall have to be applied upon the actual performance of the project;

(a) As per section-27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial production;

(b) As per section-27(h), exemption or relief from customs duty or other internal taxes or both on machineries, equipments, instruments, machinery components, spare parts and materials used in the business which are imported as they are actually required for used during the period of construction of business;

(c) As per section-27(i), exemption or relief from customs duty or other internal taxes or both on raw materials imported for production for the first three-year after the completion of construction of business;

(d) As per section- 27(k), exemption of relief from commercial tax on the goods produced for export.

8. Sinobest Jewelry Company Limited shall have to sign the Sub- Lease Agreement with the Mingaladon Industrial Park Co., Ltd. After signing the Agreement, (5) copies each of those shall have to be forwarded to the Commission.

9. Sinobest Jewelry Company Limited in consultation with the Department of Company Registration, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum and Articles of Association shall have to be forwarded to the Commission.

10. Sinobest Jewelry Company Limited shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit" it shall become null and void.

11. Sinobest Jewelry Company Limited has to abide by Chapter X, Rules 58 and 59 of the Foreign Investment Rules for construction works.

12. As per Chapter X, Rule 61 of the Foreign Investment Rules, extension of construction period shall not be granted more than once except it is due to unavoidable events such as natural disasters, instabilities, riots, strikes, emergency of State condition, insurgency and outbreak of wars.

13. As per Chapter X, Rule 63 of the Foreign Investment Rules, if Sinobest Jewelry Company Limited cannot construct completely in time the construction period or extension period, the Commision will have to terminate the permit issued to the investor and there is no refund for the expenses of the project.

14. The commercial date of operation shall be reported to the Commission.

15. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal and also in accordance with Chapter XI, section 24 and section 25 of the Republic of the Union of Myanmar Foreign Investment Law and Sinobest Jewelry Company Limited has to follow the existing Labour Laws for the recruitment of staff and labour in accordance with Chapter XIII, Rule 84 of the Foreign Investment Rules.

16. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of the Republic of the Union of Myanmar Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rules 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under section 2(i) of the said Law, other than foreign currency.

17. Sinobest Jewelry Company Limited brings in foreign capital defined under section 2(i) of the said Law, other than foreign currency in the manner stated in paragraph 13(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

18. Sinobest Jewelry Company Limited has the right to make account transfer and expend the foreign currency from his bank account in accordance with Chapter XVI, Rule 136 of the Foreign Investment Rules and for transfer of local currency generated from the business to the local currency account opened at the bank by a citizen or a citizen-owned business in the Union and right to transfer back the equivalent amount of foreign currency from the foreign currency bank

account of citizen or citizen-owned business by submitting the sufficient document in accordance with Chapter XVII, Rule 145 of the Foreign Investment Rules.

19. Sinobest Jewelry Company Limited shall report to the Commission for any alteration in the physical and financial plan of the project. Cost over run, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

20. Sinobest Jewelry Company Limited shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per comments made by Ministry of Environmental Conservation and Forestry in which to conduct Initial Environmental Examination (IEE) Process and an Environmental Management Plan (EMP) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or activity has to be prepared and submitted and to perform activities in accordance with this EMP and to abide by the environmental policy, Environmental Conservation Law and other environmental related rules and procedures.

21. Sinobest Jewelry Company Limited in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter XII, Rules 79 and 80 of the Foreign Investment Rules.

Win Shein

(Win Shein)
Chairman

Sinobest Jewelry Company Limited
c/o Director General
Department of Human Settlements & Housing Development

cc:
1. Office of the Government of the Republic of the Union of Myanmar
2. Office of the Yangon Region Government
3. Ministry of National Planning and Economic Development
4. Ministry of Finance and Revenue
5. Ministry of Commerce
6. Ministry of Construction
7. Ministry of Foreign Affairs
8. Ministry of Home Affairs
9. Ministry of Immigration and Population
10. Ministry of Labour, Employment and Social Security

11. Ministry of Electric Power
12. Ministry of Environmental Conservation and Forestry
13. Chairman, CMP Enterprises Supervision Committee
14. Director General, Directorate of Investment and Company Administration
15. Director General, Directorate of Industrial Supervision and Inspection
16. Director General, Customs Department
17. Director General, Internal Revenue Department
18. Director General, Directorate of Trade
19. Director General, Immigration and National Registration Department
20. Director General, Directorate of Labour
21. Managing Director, Myanma Foreign Trade Bank
22. Managing Director, Myanma Investment and Commercial Bank
23. Managing Director, Myanma Insurance
24. Managing Director; Myanma Electric Power Enterprise
25. Chairman, Republic of the Union of Myanmar Federation of Chambers of Commerce and Industry(UMFCCI)